

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: :
SEARS HOLDINGS CORPORATION, *et al.*,¹ : Chapter 11
 : Case No. 18-23538 (RDD)
 :
 : (Jointly Administered)
Debtors. :
-----X

AFFIDAVIT OF SERVICE

1. Deponent is not a party to this action, is over eighteen years of age, and resides in Wake County, State of North Carolina.

2. On March 20, 2019, I served a true and correct copy of Z.A. Sneed's Sons, Inc.'s *Withdrawal of Amended Notice of Motion and Motion for Relief from the Automatic Stay, or in the Alternative, Demand for Payment of Post-Petition Rent* [Docket No. 2918].

- i. on the parties requesting ECF notifications via the Court's CM/ECF case notification system;
- ii. via regular, first class mail upon the parties on the attached **Service List A**;
- iii. via electronic mail upon the parties on the attached **Service List B**; and
- iv. on all other parties requesting notice pursuant to Rule 2002 and in accordance

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365) (collectively, the "Debtors"). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

with this Court's *Amended Order Implementing Certain Notice and Case Management Procedures* entered on November 1, 2018 [Docket No. 405].

/s/ Charles George

Charles George

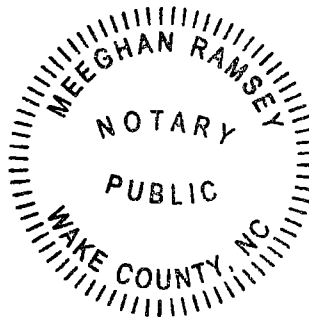
Counsel for Z.A. Sneed's Sons, Inc.

Sworn to before me this
20th day of March, 2019.



Notary Public, State of North Carolina
Wake County

Commission Expires: 10/28/20



SERVICE LIST A

Chambers Copy

Chambers of the Honorable Judge Robert D. Drain
United States Bankruptcy Court for the Southern District of New York
300 Quarropas Street, Room 248
White Plains, NY 10601

Debtors

Sears Holdings Corporation
3333 Beverly Road
Hoffman Estates, IL 60179
Attn: Stephen Sitley, Esq.
Luke J. Valentino, Esq.

Office of the United States Trustee

Office of the United States Trustee for Region 2
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Paul Schwartzberg, Esq.

SERVICE LIST B

Debtors

Rob Riecker – rob.riecker@searshc.com
Luke Valentino – luke.valentino@searshc.com
Mohsin Meghji – mmeghji@miiipartners.com

Debtors' Counsel

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Ray C. Schrock, P.C.
Jacqueline Marcus, Esq.
Garret A. Fail, Esq.
Sunny Singh, Esq.
ray.schrock@weil.com
garrett.fail@weil.com
jacqueline.marcus@weil.com
sunny.singh@weil.com

**Attorneys for Bank of America, N.A.,
Administrative agent under the
First Lien Credit Facility and the DIP ABL Agent**

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, NY 10036
Attn: Paul D. Leake, Esq.
Shana A. Elberg, Esq.
George R. Howard, Esq.
paul.leake@skadden.com
shana.elberg@skadden.com
george.howard@skadden.com

**Attorneys for Citibank, N.A. as administrative agent
Under the Stand-Alone L/C Facility**

Davis Polk & Wardell LLP
450 Lexington Avenue
New York, NY 10017
Attn: Marshall S. Huebner, Esq.
Eli J. Vonnegut, Esq.
marshall.huebner@davispolk.com
eli.vonnegut@davispolk.com

**Attorneys for JPP, LLC, as agent under the
Second Lien Credit Facility, IP/Ground Lease Term Loan Facility,
and the Consolidated Secured Loan Facility**

Cleary, Gottlieb
One Liberty Plaza
New York, NY 10006
Attn: Sean A. O'Neal, Esq.
soneal@cgsh.com

**Attorneys for Computershare Trust Company, N.A.,
as trustee for the Second Lien PIK Notes, the Holdings
Unsecured PIK Notes, and the Holdings Unsecured Notes**

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
Attn: Eric R. Wilson, Esq.
Benjamin D. Feder, Esq.
T. Charlie Liu, Esq.
ewilson@kelleydrye.com
bfeder@kelleydrye.com
cliu@kelleydrye.com

**Attorneys for Wilmington Trust, National Association,
as indenture trustee for the Second Lien Notes**

Seyfarth Shaw, LLP
620 Eighth Avenue
New York, NY 10018
Attn: Edward M. Fox, Esq.
emfox@seyfarth.com

**Attorneys for The Bank of New York Mellon Trust Company,
as successor trustee for the SRAC Unsecured PIK Notes,
SRAC Unsecured Notes, and the SRAC Medium Term Notes**

Carter Ledyard & Milburn LLP
2 Wall Street
New York, NY 10015
Attn: James Gadsden, Esq.
gadsden@clm.com

Attorneys for the Pension Benefit Guaranty Corporation

Locke Lord LLP
111 South Wacker Drive
Chicago, IL 60606
Attn: Brian A. Raynor, Esq.
braynor@lockelord.com

Attorneys for the Official Committee of Unsecured Creditors

Akin Gump Strauss Hauer & Feld LLP

One Bryant Park

New York, NY 10036

Attn: Philip C. Dublin, Esq.

Ira Dizengoff, Esq.

Sara Lynne Brauner, Esq.

pdublin@akingump.com

idizengoff@akingump.com

sbrauner@akingump.com

Attorneys to Wells Fargo Bank, National Association

Choate, Hall & Stewart LLP

Two International Place

Boston, MA 02110

ksimard@choate.com

jmarshall@choate.com

Debtors' Investment Banker

Lazard Freres & Co., LLC

30 Rockefeller Plaza

New York, NY 10112

Attn: Brandon Aebersold

Levi Quaintance

project.blue.rx.@lazard.com

Buyer

Transform Holdco LLC

c/o ESL Partners, Inc.

1170 Kane Concourse, Suite 200

Bay Harbor Islands, FL 33154

Attn: Kunal S. Kamlani and Harold Talisman

kunal@eslinvest.com

harold@eslinvest.com

MER

\\server\name

PSCRIPT Page Separator

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: :
: Chapter 11
SEARS HOLDINGS CORPORATION, *et al.*,¹ : Case No. 18-23538 (RDD)
: (Jointly Administered)
Debtors. :
-----X

AFFIDAVIT OF SERVICE

1. Deponent is not a party to this action, is over eighteen years of age, and resides in Wake County, State of North Carolina.

2. On March 20, 2019, I served a true and correct copy of Z.A. Sneed's Sons, Inc.'s *Withdrawal of Amended Notice of Motion and Motion for Relief from the Automatic Stay, or in the Alternative, Demand for Payment of Post-Petition Rent* [Docket No. 2918].

- i. on the parties requesting ECF notifications via the Court's CM/ECF case notification system;
- ii. via regular, first class mail upon the parties on the attached **Service List A**;
- iii. via electronic mail upon the parties on the attached **Service List B**; and
- iv. on all other parties requesting notice pursuant to Rule 2002 and in accordance

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365) (collectively, the "Debtors"). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

with this Court's *Amended Order Implementing Certain Notice and Case Management Procedures* entered on November 1, 2018 [Docket No. 405].

/s/ Charles George
Charles George

Counsel for Z.A. Sneeden's Sons, Inc.

Sworn to before me this
_____ day of March, 2019.

Notary Public, State of North Carolina
Wake County
Commission Expires:

SERVICE LIST A

Chambers Copy

Chambers of the Honorable Judge Robert D. Drain
United States Bankruptcy Court for the Southern District of New York
300 Quarropas Street, Room 248
White Plains, NY 10601

Debtors

Sears Holdings Corporation
3333 Beverly Road
Hoffman Estates, IL 60179
Attn: Stephen Sitley, Esq.
Luke J. Valentino, Esq.

Office of the United States Trustee

Office of the United States Trustee for Region 2
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Paul Schwartzberg, Esq.

SERVICE LIST B

Debtors

Rob Riecker – rob.riecker@searshc.com
Luke Valentino – luke.valentino@searshc.com
Mohsin Meghji – mmeghji@miiipartners.com

Debtors' Counsel

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Ray C. Schrock, P.C.
Jacqueline Marcus, Esq.
Garret A. Fail, Esq.
Sunny Singh, Esq.
ray.schrock@weil.com
garrett.fail@weil.com
jacqueline.marcus@weil.com
sunny.singh@weil.com

**Attorneys for Bank of America, N.A.,
Administrative agent under the
First Lien Credit Facility and the DIP ABL Agent**

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, NY 10036
Attn: Paul D. Leake, Esq.
Shana A. Elberg, Esq.
George R. Howard, Esq.
paul.leake@skadden.com
shana.elberg@skadden.com
george.howard@skadden.com

**Attorneys for Citibank, N.A. as administrative agent
Under the Stand-Alone L/C Facility**

Davis Polk & Wardell LLP
450 Lexington Avenue
New York, NY 10017
Attn: Marshall S. Huebner, Esq.
Eli J. Vonnegut, Esq.
marshall.huebner@davispolk.com
eli.vonnegut@davispolk.com

**Attorneys for JPP, LLC, as agent under the
Second Lien Credit Facility, IP/Ground Lease Term Loan Facility,
and the Consolidated Secured Loan Facility**

Cleary, Gottlieb
One Liberty Plaza
New York, NY 10006
Attn: Sean A. O'Neal, Esq.
soneal@cgsh.com

**Attorneys for Computershare Trust Company, N.A.,
as trustee for the Second Lien PIK Notes, the Holdings
Unsecured PIK Notes, and the Holdings Unsecured Notes**

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
Attn: Eric R. Wilson, Esq.
Benjamin D. Feder, Esq.
T. Charlie Liu, Esq.
ewilson@kelleydrye.com
bfeder@kelleydrye.com
cliu@kelleydrye.com

**Attorneys for Wilmington Trust, National Association,
as indenture trustee for the Second Lien Notes**

Seyfarth Shaw, LLP
620 Eighth Avenue
New York, NY 10018
Attn: Edward M. Fox, Esq.
emfox@seyfarth.com

**Attorneys for The Bank of New York Mellon Trust Company,
as successor trustee for the SRAC Unsecured PIK Notes,
SRAC Unsecured Notes, and the SRAC Medium Term Notes**

Carter Ledyard & Milburn LLP
2 Wall Street
New York, NY 10015
Attn: James Gadsden, Esq.
gadsden@clm.com

Attorneys for the Pension Benefit Guaranty Corporation

Locke Lord LLP
111 South Wacker Drive
Chicago, IL 60606
Attn: Brian A. Raynor, Esq.
braynor@lockelord.com

Attorneys for the Official Committee of Unsecured Creditors

Akin Gump Strauss Hauer & Feld LLP

One Bryant Park

New York, NY 10036

Attn: Philip C. Dublin, Esq.

Ira Dizengoff, Esq.

Sara Lynne Brauner, Esq.

pdublin@akingump.com

idizengoff@akingump.com

sbrauner@akingump.com

Attorneys to Wells Fargo Bank, National Association

Choate, Hall & Stewart LLP

Two International Place

Boston, MA 02110

ksimard@choate.com

jmarshall@choate.com

Debtors' Investment Banker

Lazard Freres & Co., LLC

30 Rockefeller Plaza

New York, NY 10112

Attn: Brandon Aebersold

Levi Quaintance

project.blue.rx.@lazard.com

Buyer

Transform Holdco LLC

c/o ESL Partners, Inc.

1170 Kane Concourse, Suite 200

Bay Harbor Islands, FL 33154

Attn: Kunal S. Kamalani and Harold Talisman

kunal@eslinvest.com

harold@eslinvest.com